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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re	:	X Chapter 11
	:	
<b>LEHMAN BROTHERS HOLDINGS, INC. et al.,</b>	:	Case No. 08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
	X	

**STIPULATION BETWEEN WINDELS MARX LANE & MITTENDORF, LLP AND  
THE FEE COMMITTEE ON THE SEVENTH INTERIM APPLICATION OF WINDELS  
MARX LANE & MITTENDORF, LLP, SPECIAL COUNSEL TO THE DEBTORS,  
FOR COMPENSATION AND EXPENSES FOR THE PERIOD  
JUNE 1, 2011 THROUGH SEPTEMBER 30, 2011**

**TO: THE HONORABLE JAMES M. PECK  
U.S. BANKRUPTCY JUDGE**

WHEREAS, on December 14, 2011, Windels Marx Lane & Mittendorf, LLP ("Windels Marx") filed the *Application of Windels Marx Lane & Mittendorf, LLP, for an Interim Award of Compensation and Reimbursement of Expenses for the Period June 1, 2011 through September 30, 2011* (the "Seventh Fee Application") [Docket No. 23325] seeking interim compensation of \$197,456.50 for professional services rendered and reimbursement of out-of-pocket expenses in the amount of \$4,103.95;

WHEREAS, Windels Marx has received from the Debtors 80 percent of the amounts invoiced to the Debtors for professional services rendered and 100 percent of the amounts invoiced for expenses;

WHEREAS, pursuant to the *Order Appointing Fee Committee and Approving Fee Protocol* [Docket No. 3651], and consistent with the procedures set forth in the *Amended Fee Protocol* attached as Exhibit A to *Order Amending the Fee Protocol* [Docket No. 15998], counsel for the Fee Committee in Lehman Brothers Holdings, Inc. (the “Fee Committee”) has reviewed the Seventh Fee Application, issued a Confidential Letter Report on February 17, 2012, and entered into a dialogue with Windels Marx regarding the application;

WHEREAS, as a result of that dialogue, Windels Marx has agreed to accept the Fee Committee’s proposal of no disallowance for professional services rendered, and a disallowance of \$137.10 from its out-of-pocket expense reimbursement request; and

WHEREAS, notwithstanding this Stipulation, the Seventh Fee Application remains subject to notice, an opportunity for a hearing, and Court approval under Rule 2016 of the Federal Rules of Bankruptcy Procedure and 11 U.S.C. §§ 330, 331.

#### **STIPULATION**

NOW, THEREFORE, the Fee Committee and Windels Marx hereby stipulate and agree that the Court may enter an order (to be submitted subsequently) approving Windels Marx’s request for interim compensation and reimbursement of expenses in the amount of \$197,456.50 in fees and the reduced amount of \$3,966.85 in expenses.

[Signature page follows]

Dated: Madison, Wisconsin  
March 16, 2012.

GODFREY & KAHN, S.C.

By: /s/ Katherine Stadler  
Katherine Stadler  
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*Attorneys for the Fee Committee*

Dated: New York, New York  
March 12, 2012.

WINDELS MARX LANE & MITTENDORF, LLP

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Robert Rossi  
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